

P18000016448

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

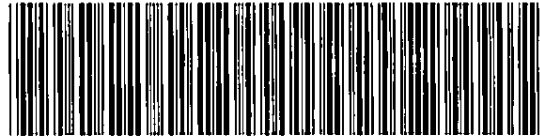
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Annual Report filed on  
3/10/20. Robin M. called  
on 3/10/20 to Notify-Filing.

Office Use Only



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S TALLENT

MAR 10 2020

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Merger



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 5, 2020

ROBIN MARETTA  
RHODES TUCKER  
2407 PERIWINKLE WAY, SUITE 6  
SANIBEL, FL 33957

SUBJECT: OCTOBER MOON HOLDINGS INC  
Ref. Number: P18000016448

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 820A00004846

BY FIRST CLASS MAIL

February 5, 2020

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: October Moon Holdings, Inc.

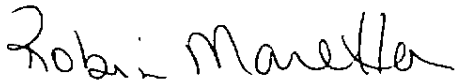
Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Merger for a Florida Profit Corporation with attached Plan of Merger for the above referenced corporation.

Also, enclosed is our check numbered 3765 made payable to The Florida Department of State in the amount of \$70.00. Please indicate your filing of these documents by returning a certified copy to us in the stamped self-addressed envelope we have provided for your convenience.

As always, feel free to contact this office should you have any questions or concerns. Thank you for your time and attention to this matter.

Kind regards,



Robin Maretti  
Paralegal & Real Estate Closer

Enclosures

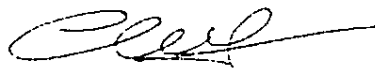
239-394 5151  
239-860-8486 cell


**Articles of Merger for  
a Florida Profit Corporation**

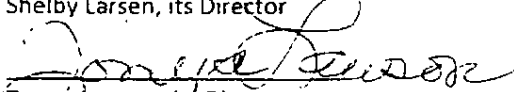
The following Articles of Merger are submitted to merge the following California Profit Corporation, as the merging party, into the following Florida Profit Corporation, as the surviving party, in accordance with §607.1105, *Florida Statutes*.

- FIRST:** The sole merging party is  
October Moon, Inc., a California corporation  
California Department of State Document Number 1936401.
- SECOND:** The surviving party is  
October Moon Holdings Inc., a Florida corporation  
Florida Department of State Document Number P18000016448.
- THIRD:** The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of *Chapters 607, Florida Statutes*
- FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
- FIFTH:** The Plan of Merger was adopted by the Board of Directors of October Moon Holdings, Inc, a Florida corporation, on December 25, 2018 and shareholder approval was not required.
- SIXTH:** The Plan of Merger was adopted by the Board of Directors of October Moon, Inc, a California corporation, on December 25, 2018 and shareholder approval was not required.
- SEVENTH:** The merged party and the surviving party execute these Articles of Merger on January 20, 2020.

October Moon, Inc.

By:   
Charles Larsen, its Director


By:   
Shelby Larsen, its Director


By:   
Tonya Lawson, its Director

By:   
Wendy Jamison, its Director

By:   
Alexis McKenzie, its Director

October Moon Holdings, Inc.

By:   
Charles Larsen, its Director

By:   
Shelby Larsen, its Director

2020 MAR 10 AM 10:21

## Plan of Merger

*§607.1101, Florida Statutes* authorizes the merger of a California Profit Corporation, as the merging party, into a Florida Profit Corporation, as the surviving party. The following California Profit Corporation, as the merging party, merging into the following Florida Profit Corporation, as the surviving party, adopts this Plan of Merger in accordance with *§607.1101, Florida Statutes*.

**FIRST:** The sole merging party is

October Moon, Inc., a California corporation  
California Department of State Document Number 1936401.

**SECOND:** The surviving party is

October Moon Holdings, Inc., a Florida corporation  
Florida Department of State Document Number P18000016448.

**THIRD:** The terms and conditions of the merger are as follows:

The merger's effective date is 1 January 2019 at 12:00 a.m. EST, which is not prior to, nor more than 90 calendar days after the date the Articles of Merger are to be filed by the Florida Department of State.

The effective date, however, is subject to the merging party's integration of business operations under this Third Article of the Plan of Merger, which also will not be prior to, nor more than, 90 calendar days after the date the Articles of Merger filed by the Florida Department of State. If the surviving party has not received all governmental and private licenses, permits, and approvals necessary to operate the merging party's business in all respects as presently performed in all respects, then the merging party will continue to operate each business operation or identifiable, discrete business segment for the surviving party's benefit until the surviving party receives all required or desirable licenses, permits and approvals, at which point the merging party will cease activity and existence. In order to transfer business operation to the surviving party without disruption, the merging party will maintain all existing licenses, permits approvals, tax identification number, sales tax certificates, insurance, bonds, employees, agreements, loan agreement, and other contracts and things necessary until the point that all business operations can transfer to the surviving party and operate in accordance with all laws and agreements in the surviving party's sole business judgment, at which point the surviving party may file an amendment to this Plan of Merger as an amendment to the surviving party's Articles of Incorporation within 14 calendar days of the transfer and, then, the merging party will cease all operations on the surviving party's behalf and cease existence. In no event will the merging party continue operation, or the surviving party file any contemplated amendment to this Plan of Merger as an amendment to the surviving party's Articles of Incorporation, beyond 90 days after the Articles of Merger are filed by the Florida Department of State.

The parties' economic intent is that the merging party's operations allowed under the prior paragraph are solely for the surviving party's benefit as of 12:00 a.m. EST on 1 January 2019 and that the transition period constitutes the surviving party's activities for all financial and tax reporting purposes such that taxing authorities, including the Internal Revenue Service, recognize the merger retroactively to 1 January 2019 for tax purposes, if necessary. To that end, the parties intend that the merging party will close its books as of 12:00 a.m. EST on 1 January 2019 to the extent permitted under the *Internal Revenue Code of 1986, as amended*, unless closing the books would prevent the parties' economic intent.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All issued and outstanding stock in the merging party will be converted for a 100% shares of stock in the surviving party on the effective date of the merger such that the shareholder(s) of the merging party will become the shareholder(s) of the surviving party and the conversion will represent all equity, value and voting rights in the merging party for all equity, value and voting rights in the merging party. There will not be any other property, debt or cash exchanged.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property are not applicable as there are no authorized or outstanding warrants, options or other rights to acquire the interests, shares, obligations or other securities of the merged party.

**FIFTH:** The surviving party is not a partnership and, therefore, there is no general partner.

**SIXTH:** The name and business address of the directors of the surviving party, a Florida corporation, on the merger's effective date are:

<b>Charles W. Larsen</b>	<b>3215 West Gulf, Unit D-301, Sanibel, FL 33957</b>
<b>Shelby S. Larsen</b>	<b>3215 West Gulf, Unit D-301, Sanibel, FL 33957</b>

**SEVENTH:** The merging party and the surviving party are both Florida business entities described in the First and Second Articles of this Plan of Merger and no party is a business entity formed, organized or incorporated outside Florida. Therefore, no statements under laws other than those of the State of Florida are required under this Plan of Merger.

**EIGHTH:** Other provisions relating to the merger are as follows:

The surviving party is a Florida corporation as described in the Second and Sixth Articles of this Plan of Merger. Pursuant to applicable Florida Statutes, the "fair value," as defined in *applicable Florida Statutes*, of an interest in the surviving party immediately prior to the merger is \$1.00 and immediately after the merger equals the "fair value" of merging party, plus \$1.00, by virtue of the fact that the surviving party has no assets or liabilities immediately prior to the merger and acquires all of the merging party's assets and liabilities by virtue of the merger as the surviving party's only assets and liabilities.

As a result of the stock for membership interests conversion described in the Fourth Article of this Plan of Merger, all perfected security interests, and all other security interests known to the merging party's sole shareholder, in the shares continue and become a lien on the membership interests in the surviving party, to the extent of and pursuant to the express security agreements validly encumbering the stock in the merging entity.